

100809 008

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

45 CARDINAL DRIVE

WESTFIELD, N. J. 07090-1099 U.S.A.

19633

TELEX 219258
TELEFAX (908) 233-1070

TELEPHONE
(908) 233-0700

October 9, 1995

Vernon A. Williams
Secretary of the Interstate Commerce Commission
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

Dear Mr. Williams:

I have enclosed one original and one counterpart of the primary document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

The enclosed document is a Memorandum of Lease, a primary document, dated as of August 31, 1995 (the "Memorandum"), between Connell Finance Company, Inc., as Lessor (the "Lessor") and Albright & Wilson Americas Inc., as Lessee (the "Lessee").

The names and addresses of the parties to the document are as follows:

Lessor: Connell Finance Company, Inc.
45 Cardinal Drive
Westfield, New Jersey 07090-1099

Lessee: Albright & Wilson Americas Inc.
10487 Lakeridge Parkway
Ashland, Virginia 23005

A description of the equipment covered by the documents follows:

Seven (7) new 14,428 gallon capacity phosphoric acid tank cars, including a white chlorobutyl food grade rubber (polymeric 1054 lining), constructed by Trinity Industries Inc., bearing identification numbers WACX 151135 through 151141, both inclusive, and serial numbers 511181 through 511187, both inclusive.

A check in the amount of \$21.00 is enclosed to cover the fee for filing the Memorandum. Please return the counterpart of the Memorandum and the extra copy of this letter, time and date stamped as to filing and return any extra copies of the Memorandum or this letter not needed by the Commission for recordation to Mark R.



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/10/95

Office Of The Secretary

Richard E. Bartok
Assistant General Counsel
Connell Finance Company, Inc.
45 Cardinal Drive
Westfield, NJ 07090-1099 USA

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/95 at 10:45AM, and assigned recordation number(s). 19663 and 19664.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100809008)
(0100809009)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE, dated as of August 31, 1995 is between Connell Finance Company, Inc., a New Jersey corporation ("Lessor") and Albright & Wilson Americas Inc., a Delaware corporation ("Lessee").

1. Lessor hereby leases to Lessee the 7 new 14,428 gallon capacity phosphoric acid tank cars, including a white chlorobutyl food grade rubber (polymeric 1054) lining, constructed by Trinity Industries, Inc., more fully described in Schedule A hereto (the "Units"). The term of this lease as to a Unit commences on the date of the certificate of acceptance and lease supplement executed with respect to such Unit by Lessor and Lessee pursuant to the Railroad Equipment Lease Agreement, dated as of August 31, 1995, between Lessor and Lessee (the "Lease"), and terminates on September 30, 2010 unless earlier terminated pursuant to the provisions of the Lease.

2. Lessee shall pay rent for the units as set forth in the Lease.

3. Lessee shall have an option to renew the Lease at the end of the base term and each renewal term, if any, of the Lease for a 5-year period as to all, but not less than all, of the Units on the terms set forth in the Lease.

4. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease.


IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed.


LESSOR:

LESSEE:

CONNELL FINANCE COMPANY, INC.

ALBRIGHT & WILSON AMERICAS INC.

By: 
Printed Name: R.C. Connolly
Title: VP Vice President
Dated: 10/16/95

By: 
Printed Name: Paul F. Rocheleau
Title: President
Dated: September 18, 1995

STATE OF NEW JERSEY)
COUNTY OF UNION) ss:

On this 6th day of October, 1995, before me personally appeared R.C. Connolly, to me personally known, who being by me duly sworn, says that he is the Ex. V.P. of Connell Finance Company, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Kulnich
Notary Public

NOTARIAL SEAL

My Commission Expires: KAREN KULNICH
NOTARY PUBLIC OF NEW JERSEY
Registered in Atlantic & Union Counties
My Commission Expires Sept. 30, 1997

STATE OF VIRGINIA)
COUNTY OF HANOVER) ss:

On this 18th day of September, 1995, before me personally appeared Paul F. Rocheleau, to me personally known, who being by me duly sworn, says that he is the President of Albright & Wilson Americas Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine R. Dwyer
Notary Public

NOTARIAL SEAL

My Commission Expires: October 31, 1997

SCHEDULE A

Items of Equipment

7 new 14,428 gallon capacity phosphoric acid tank cars, including a white chlorobutyl food grade rubber (polymeric 1054) lining, constructed by Trinity Industries, Inc., with the following reporting marks, car numbers and serial numbers:

<u>Reporting Mark</u>	<u>Car Number</u>	<u>Serial Numbers</u>
WACX	151135	511181
WACX	151136	511182
WACX	151137	511183
WACX	151138	511184
WACX	151139	511185
WACX	151140	511186
WACX	151141	511187

Decker, Vice President & General Counsel, Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, New Jersey 07090-1099.

A short summary of the document follows:

1. A Memorandum of Lease dated as of August 31, 1995, between Connell Finance Company, Inc., as Lessor, 45 Cardinal Drive, Westfield, New Jersey 07090-1099 and Albright & Wilson Americas Inc., as Lessee, 10487 Lakeridge Parkway, Ashland, Virginia 23005, covering 7 new Trinity Industries, Inc. 14,428 gallon capacity phosphoric acid tank cars, including a white chlorobutyl food grade rubber (polymeric 1054 lining).

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

CONNELL FINANCE COMPANY, INC.



Richard E. Bartok
Assistant General Counsel

Enc.